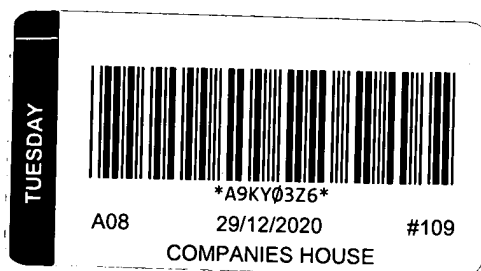


**Ellastone Investments Limited**

**Directors' report and financial  
statements**

**Registered number 04841831**

**Year ended 31 December 2019**



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## Directors' report

The directors present their report and financial statements for the year ended 31 December 2019.

### Business review and principal activity

Ellastone Investments Limited operates as a holding company within the UK arm of the SCR Sibelco NV group. The Company has been dormant throughout the year (2018: nil).

### Principal risks and uncertainties

The Company is non-trading and does not have any external liabilities. Its non-trading subsidiary, Viaton Industries Limited had its trade and certain assets transferred to Sibelco UK Ltd, the company's immediate parent undertaking at their book value. As such, the directors believe that the Company is not exposed to any significant risks or uncertainties.

### Dividend

During the year the Company has not paid a dividend (2018: £nil).

### Capital management

The company defines capital as its net assets, or equity. At the reporting date, the company had no debt. Detailed cash flow forecasts are prepared at a Group level on a monthly basis with the objective of alerting senior management to potential future risks and enabling them to manage the company's capital effectively. The group cash pooling arrangements allow for surplus capital to be fully utilised and shortfalls in capital to be met.

### Going concern

The Directors have considered the net current liability position of £613,045 (2018: £613,045) and have continued to adopt the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of severe but plausible downside scenarios arising from COVID-19. Due to the nature of this entity and the fact that it doesn't currently trade means that the pandemic has not had a significant impact on the Company.

The directors have also assessed the current financial position of the Company in association with the Sibelco Group's financing strategy. The ultimate parent of Ellastone Investments Limited, i.e. SCR Sibelco NV, has provided a letter of support covering a period of at least 12 months from the date of approval of the financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### Directors

The following is a list of all persons who were directors of the Company at any time between 1 January 2019 and the date of this report:

MC James

MP Addiscott (Resigned 3rd January 2019)

S Tatton (Appointed 3rd January 2019)

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

## **Directors' report (continued)**

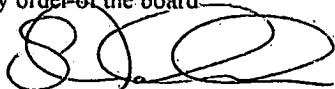
### **Small companies exemption**

The Directors have taken advantage of the small companies exemption provided by section 414B of the Companies Act 2006 in not preparing a Strategic Report.

### **Events after the reporting period**

The outbreak of COVID-19 is considered to be a non-adjusting post balance sheet event as at 31 December 2019 on the basis that the World Health Organisation was first informed of cases of a new virus in Wuhan on 31 December and as such had not declared a global health emergency at that date. Consequently, no adjustments have been made to the Company's reported results or financial position as a result of COVID-19. The future financial impact cannot presently be estimated as it is highly dependent on the the severity and duration of the pandemic, but it could be material to the Company's results and financial position and could result in changes in carrying values of fixed assets.

By order of the board



**S Tatton**  
Director

Brookside Hall

Congleton Road  
Sandbach  
Chester  
CW11 4TF

Date: 22 December 2020

## **Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the income statement of the group for that period:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

# **Independent Auditor's report to the members of Ellastone Investments Limited**

## **Opinion**

We have audited the financial statements of Ellastone Investments Limited for the year ended 31 December 2019 which comprise of the Statement of financial position and the related notes 1 to 10, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 102 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2019 for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## **Emphasis of matter – Effects of COVID-19**

We draw attention to Note 1 and 12 of the financial statements, which describes the economic consequences the company is facing as a result of COVID-19 which is impacting the company's business. Our opinion is not modified in respect of this matter.

## **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you were:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELLASTONE INVESTMENTS LIMITED (Continued)**

### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report have been prepared in accordance with applicable legal requirements.

### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; and
- the Directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic Report.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ELLASTONE INVESTMENTS LIMITED (Continued)**

### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

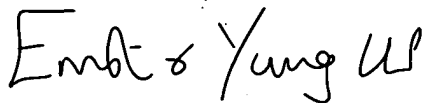
### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed



Julian Yates (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Manchester

Date: 23/12/20



**Statement of financial position**  
*at 31 December 2019*

	<i>Notes</i>	2019 £	2018 £
<b>Fixed assets</b>			
Investments	4	2,467,688	2,467,688
<b>Current assets</b>			
Debtors	5	-	-
		<hr/>	<hr/>
<b>Creditors: amounts falling due within one year</b>	6	(613,045)	(613,045)
		<hr/>	<hr/>
<b>Net current liabilities</b>		(613,045)	(613,045)
		<hr/>	<hr/>
<b>Net assets</b>		1,854,643	1,854,643
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	7,8	1,072	1,072
Share premium account	8	1,086,122	1,086,122
Capital redemption reserve	8	617,452	617,452
Profit and loss account	8	149,997	149,997
		<hr/>	<hr/>
<b>Equity shareholders' funds</b>		1,854,643	1,854,643
		<hr/>	<hr/>

These financial statements were approved by the board of directors and were signed on its behalf by:



**S Tatton**  
*Director*

Date: 22 December 2020

The notes on pages 8 to 12 form part of these financial statements

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

#### *Statement of Compliance*

Ellastone Investments Limited (the "Company") is a company incorporated and domiciled in England and Wales, registration number 04841831. The registered office is Brookside Hall, Congleton Road, Sandbach, Cheshire, CW11 4TF.

For accounting periods beginning on or after 1 January 2015 FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' is effective. However following the permitted provisions of FRS 102, Ellastone Investments Limited has elected not to restate the opening balance sheet at the date of transition as the Company is currently dormant. This election will remain until the company undertakes new transactions and the balance sheet changes.

While the opening balance sheet has not been restated, the Company's financial statements and disclosures have been prepared in compliance with FRS 102.

#### *Basis of preparation*

The financial statements have been prepared under the historical cost convention and approved by the directors in accordance with applicable United Kingdom accounting standards.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

#### *Going concern*

The Directors have considered the net current liability position of £613,045 (2018: £613,045) and have continued to adopt the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of severe but plausible downside scenarios arising from COVID-19. Due to the nature of this entity and the fact that it doesn't currently trade means that the pandemic has not had a significant impact on the Company.

The directors have also assessed the current financial position of the Company in association with the Sibelco Group's financing strategy. The ultimate parent of Ellastone Investments Limited, i.e. SCR Sibelco NV, has provided a letter of support covering a period of at least 12 months from the date of approval of the financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

#### *Cash flow statement*

The Company, being a subsidiary undertaking where 90% of more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

#### *Consolidated financial statements*

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

#### *Related party transactions*

All related party transactions and relationships have been disclosed, with Ellastone Investments Limited choosing not to utilise the exemption of FRS 102 Section 33.1A.

#### *Investments*

Investments are stated at cost less any adjustments for impairment.

## Notes (continued)

### 1 Accounting policies (continued)

#### **Taxation**

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the statement of financial position date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the statement of financial position date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the statement of financial position date, dividends have been accrued as receivable.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

#### **Cash at bank**

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows. A central component of the company's treasury policy is that cash balances and bank overdrafts are held with a fellow group undertaking, to maximise financial benefits to the company and its ultimate parent undertaking. All cash balances, overdrafts, loans and borrowings between the companies in the SCR-Sibelco NV group are organised on an arm's length basis, being interest bearing at relevant market rates.

#### **Financial instruments**

Financial instruments comprise investments, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables. These are recognised on an accrual basis.

#### **Investments**

Subsidiary investments are stated at cost less provisions for any permanent diminution in value.

Equity accounted investments are recognised initially at the fair value of the consideration. Subsequent to initial recognition, the Company recognises its share of the changes in the net assets of the entity.

#### **Trade and other receivables**

Trade and other receivables, including loan receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

## **Notes (continued)**

### **1 Accounting policies (continued)**

#### ***Cash and cash equivalents***

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows. A central component of the Company's treasury policy is that cash balances and bank overdrafts are held with a fellow group undertaking, to maximise financial benefits to the Company and its ultimate parent undertaking. All cash balances, overdrafts, loans and borrowings between the group and other companies in the SCR-Sibelco NV group are organised on an arm's length basis, being interest bearing at relevant market rates.

#### ***Interest-bearing borrowings***

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

#### ***Trade and other payables***

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### **Covid-19 Statement**

The directors have continued to adopt the going concern basis in preparing these accounts after assessing the principal risks and having considered the impact of severe but plausible downside scenarios arising from COVID-19. Due to the nature of this entity and the fact that it doesn't currently trade means that the pandemic has not had a significant, if any, impact on the Company.

The directors have also assessed the current financial position of the Company in association with the Sibelco Group's financing strategy. The ultimate parent of Ellastone Investments Limited, i.e. SCR Sibelco NV, has provided a letter of support covering a period of at least 12 months from the date of approval of the financial statements. They therefore consider it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

### **2 Staff Costs**

The Company had no employees in the current or prior year. The Directors are Directors of other group companies. Their services to this Company are inconsequential hence no remuneration is attributable to this Company.

### **3 Auditor's remuneration**

No expense is recognised in the income statement for the audit of these financial statements or other services. These costs are borne by other group undertakings (2018: £nil).

## Notes (continued)

### 4 Investments

	Shares in subsidiary undertakings £
<i>Shares</i>	
<i>Cost</i>	
At 1 January 2017, 31 December 2017, 31 December 2018 and 31 December 2019	2,467,688

The company has the following investments in subsidiaries:

Company	Country of incorporation or registration
Viaton Industries Limited	England

The Company's holds 100% of the issued ordinary share capital of its subsidiary.

In the opinion of the directors, the aggregate value of the investment in the Company's subsidiary is not less than the aggregate of the amount at which those assets are stated in the Statement of financial position.

### 5 Debtors

	2019 £	2018 £
Amounts owed by Sibelco UK Limited (parent company)	0	0

### 6 Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to Viaton Industries Limited (subsidiary)	613,045	613,045

## Notes (continued)

### 7 Share capital

	2019 £	2018 £
10,722 Ordinary shares of £0.10 each: Authorised, allotted, called up and fully paid	1,072	1,072

### 8 Reconciliation of movement in equity shareholders' funds

	Share capital £	Share premium account £	Capital Redemption Reserve £	Profit and loss account £	Total £
At 1 January 2018	1,072	1,086,122	617,452	149,997	1,854,643
Loss for the year	-	-	-	-	-
At 31 December 2018 and 1 January 2019	1,072	1,086,122	617,452	149,997	1,854,643
Loss for the year	-	-	-	-	-
At 31 December 2019	1,072	1,086,122	617,452	149,997	1,854,643

### 9 Ultimate parent company and parent company of larger group

The company's immediate parent company and controlling party is Sibelco UK Limited, registered in England and Wales. Copies of the Sibelco UK Limited's financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

The smallest and largest group in which the results of the company are consolidated is that of the ultimate parent undertaking and controlling related party, SCR Sibelco NV. This company is incorporated in Belgium, with its consolidated financial statements available from Balanscentrale, at Nationale Bank van België, Balanscentrale, de Berlaimontlaan 14, 1000 Brussel.

### 10 Events after the reporting period

The outbreak of COVID-19 is considered to be a non-adjusting post balance sheet event as at 31 December 2019 on the basis that the World Health Organisation was first informed of cases of a new virus in Wuhan on 31 December and as such had not declared a global health emergency at that date. Consequently, no adjustments have been made to the Company's reported results or financial position as a result of COVID-19. The future financial impact cannot presently be estimated as it is highly dependent on the the severity and duration of the pandemic, but it could be material to the Company's results and financial position and could result in changes in carrying values of fixed assets.